

Exhibit D

Budget and Staffing Plan

Exhibit D-1

Budget Plan for the Compensation Period

Matter	Matter	June 2020		July 2020		August 2020		September 2020	
		Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees
33260.0007	PROMESA TITLE III: ERS	\$1,111,473.00	\$1,250,000	\$846,771.00	\$925,000	\$631,008.00	\$715,000	\$395,823.30	\$525,000
33260.0048	ERS TITLE III - MISCELLANEOUS	\$0.00	\$0	\$2,840.40	\$0	\$52,798.80	\$75,000	\$176,879.40	\$250,000
ERS TOTAL		\$1,111,473.00	\$1,250,000	\$849,611.40	\$925,000	\$683,806.80	\$790,000	\$572,702.70	\$775,000
ESTIMATED FEES Compensation Period (June 2020 - September 2020) TOTAL:									\$3,740,000.00
ACTUAL FEES Compensation Period (June 2020 - September 2020) TOTAL:									\$3,217,593.90
Percent Variance (Actual vs. Budgeted Fees)									14% below budget

Exhibit D-2

Staffing Plan for the Compensation Period

Staffing Plan for the Compensation Period¹

Category of Timekeeper²	Number of Timekeepers Expected to Work on The Matter During the Budget Period³	Average Hourly Rate⁴
Partners	17	\$789
Senior Counsel	6	\$789
Associates	15	\$789
e-Discovery Attorneys	6	\$390
Paraprofessionals	15	\$270
Total:	59	

¹ The actual number of timekeepers who worked on this matter during the Compensation Period was 50, and thus 9 fewer than anticipated.

² Attorney Practice Groups: BSGR&B, Litigation, and Corporate.

³ The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the BSGR&B, Litigation, and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

⁴ As explained in the Application, Proskauer's Engagement Letter provides as of January 1, 2020 for rates 4% higher than these rates, but Proskauer agreed, at the Oversight Board's request, not to request allowance and payment of the incremental rates at this time.